

RECORDATION NO. 15224-C FILED

FEB 10 '99

1-45 PM

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OF COUNSEL  
URBAN A. LESTER

*John*  
February 9, 1999

*Countergains*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams.

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies of a Release, dated as of January 7, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which as previously filed with the Commission under Recordation Number 15224

The names and addresses of the parties to the enclosed document are:

Debtor                      Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, Pennsylvania 19101

Secured Party:          First Union Bank, as successor to Philadelphia  
National Bank  
123 South Broad Street  
Philadelphia, PA 19109

A description of the railroad equipment covered by the enclosed document is:

Set forth on Schedule A attached to the Release

Mr. Vernon A. Williams  
February 9, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/10/99 at 1:45PM , and

assigned recordation numbers (s): 12014-G, 14098-F, 14241-I, 14479-C, 14993-H,  
✓ 15224-C, 15596-I, 15728-A, 15729-B, 18414-H  
and 19708-C.

Sincerely Yours,

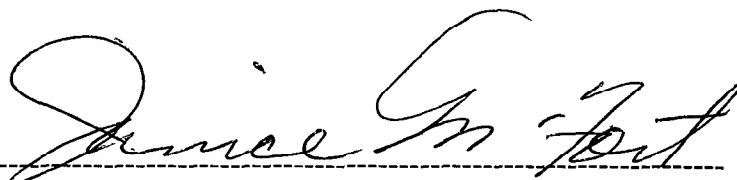
  
Vernon A. Williams

Enclosure(s)

286.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature\_\_\_\_\_



RECORDATION NO. 15224-C FILED

**RELEASE**

FEB 10 '99

1:35 PM

This Release dated as of January 7, 1999, is made by First Union Bank, as successor to Philadelphia National Bank

1 Reference is made to the equipment listed on Schedule A attached hereto ( the "Equipment"), which is subject to a Security Agreement dated as of May 4, 1987, between Consolidated Rail Corporation and the Philadelphia National Bank, which was duly filed on May 12, 1987 in accordance with 49 U.S.C. 11303 and having Recordation Number 15224

2 First Union Bank, as successor to Philadelphia National Bank, hereby releases any and all liens, claims and other encumbrances on the Equipment as granted pursuant to said Security Agreement

IN WITNESS WHEREOF, First Union Bank has caused this Release to be duly executed by its authorized officer as of the day and year first written above

BY:

TITLE:

Severly Haller  
Vice President

STATE OF Pennsylvania )  
 )  
COUNTY OF Philadelphia )

SS.:

On this, the 7 day of January 1998, before me, a notary public,  
personally appeared Renee J. Callan, to me known, who, being by me  
duly sworn, did depose and say that he/she is the Vice President of  
First Union National Bank, one of the parties described in  
and which executed the foregoing instrument; that said instrument was executed on 7  
January, 1998 on behalf of said party by authority of its Board of Directors, and  
he/she acknowledged that the execution of the foregoing instrument was the free act and deed  
of said party.

Sworn to before me this  
7 day of January 1998.

[Notarial Seal]

Elizabeth Bodkin  
NOTARY PUBLIC  
MY COMMISSION EXPIRES ON

NOTARIAL SEAL  
ELIZABETH BODKIN, Notary Public  
City of Philadelphia, Phila County  
My Commission Expires May 4, 2002

## **SCHEDULE A**

### **EQUIPMENT SCHEDULE**

<b><u>Equipment Description</u></b>	<b><u>Quantity</u></b>	<b><u>Identification Numbers</u></b>
60' Hi Roof Boxcars	100	221100 - 221199
52' Gondolas	1,471	580100 - 581099 and 564950 - 565449
86' Autoparts Boxcars	239	239201 - 239405 and 294701 - 294734